

SCHEDULE B

Geographic Area	Counties in Which ALLTEL is Acquiring Licenses	Spectrum ALLTEL is Acquiring From Cingular	Spectrum Previously Held By ALLTEL	Total MHz ALLTEL Will Hold Upon Consummation	CMRS Competitors in Market
BTA400 (San Angelo, TX)	Edwards, TX	5 MHz PCS E Block	None	5 MHz	Cingular; Verizon Wireless; Sprint; T-Mobile; Lewis and Clark Communications LLC; Nextel
BTA456 (Victoria, TX)	Calhoun, TX DeWitt, TX Goliad, TX Victoria, TX	10 MHz PCS E Block	None	10 MHz	Cingular; T-Mobile; Verizon Wireless; Cascade Wireless; Sprint; Nextel
	Jackson, TX Lavaca, TX	10 MHz PCS E Block	None	10 MHz	Dobson Cellular Systems, Inc.; Cingular; T-Mobile; Verizon Wireless; Cascade Wireless; Sprint; Nextel
BTA384 (Rome, GA)	Floyd, GA Polk, GA	5 MHz PCS C Block	None	5 MHz	Verizon Wireless; Cingular; T-Mobile; Sprint; Verizon Wireless; Corr Wireless Communications; Nextel
BTA102 (Dalton, GA)	Murray, GA Whitfield, GA	5 MHz PCS C Block	10 MHz PCS E Block	15 MHz	Verizon Wireless; Cingular; T-Mobile; Sprint; ALLTEL; Banana Communications; Nextel

¹ This list of competitors is based upon the licensees identified in ULS. The list does not take into account any of the licensees' pending assignment or transfer of control applications unless otherwise noted. The list also does not reflect other licenses that Cingular may be divesting to carriers other than ALLTEL pursuant to the *Cingular Merger Order*.

Geographic Area	Counties in Which ALLTEL is Acquiring Licenses	Spectrum ALLTEL is Acquiring From Cingular	Spectrum Previously Held By ALLTEL	Total MHz ALLTEL Will Hold Upon Consummation	CMRS Competitors in Market
BTA034 (Beaumont-Port Arthur, TX)	Jasper, TX Newton, TX Tyler, TX	15 MHz PCS B Block	None	15 MHz	Cingular; Verizon Wireless; T-Mobile; Sprint; Nextel
BTA121 (Eagle Pass-Del Rio, TX)	Dimmit, TX Kinney, TX Maverick, TX Val Verde, TX Zavala, TX	5 MHz PCS E Block	None	5 MHz	Cingular; Sprint; Verizon Wireless; Cricket Licensee (Reauction), Inc.; Lewis and Clark Communications LLC; T-Mobile; Nextel
BTA472 (Wichita, KS)	Butler, KS Sedgwick, KS	20 MHz PCS A Block	None	20 MHz	Verizon Wireless; ALLTEL; Cingular; Sprint; WGH Communications, Inc.; Cricket Licensee (Reauction), Inc.; T-Mobile; Poplar PCS-Wichita, LLC; Nextel
BTA099 (Corpus Christi, TX)	Aransas, TX Bee, TX Brooks, TX Duval, TX Jim Wells, TX Kenedy, TX Kleberg, TX Live Oak, TX Nueces, TX Refugio, TX San Patricio, TX	10 MHz PCS E Block	None	10 MHz	Cingular; Sprint; Verizon Wireless; Cascade Wireless; T-Mobile; NextWave; Nextel
CMA661 (Navarro, TX)	Navarro, TX Freestone, TX	10 MHz PCS D Block	None	10 MHz	Dobson Cellular Systems, Inc.; Cingular; ALLTEL; Verizon Wireless; Sprint; T-Mobile; Nextel

Geographic Area	Counties in Which ALLTEL is Acquiring Licenses	Spectrum ALLTEL is Acquiring From Cingular	Spectrum Previously Held By ALLTEL	Total MHz ALLTEL Will Hold Upon Consummation	CMRS Competitors in Market
	Leon, TX	10 MHz PCS B Block	None	10 MHz	Dobson Cellular Systems, Inc.; Cingular; ALLTEL; Verizon Wireless; Sprint; Cascade Wireless; T-Mobile; Nextel
CMA662 (Cherokee, TX)	Shelby, TX	10 MHz PCS F Block	None	10 MHz	Cingular; ALLTEL; Verizon Wireless; Sprint; T-Mobile; Nextel
	Angelina, TX Nacogdoches, TX San Augustine, TX	10 MHz PCS B Block	None	10 MHz	Cingular; ALLTEL; T-Mobile; Verizon Wireless; Sprint; Nextel
	Sabine, TX	10 MHz PCS B Block	None	10 MHz	Cingular; ALLTEL; T-Mobile; Verizon Wireless; Sprint; Von Donop Inlet PCS, LLC; Nextel
CMA292 (Sherman-Denison, TX)	Grayson, TX	25 MHz Cellular A Block; 10 MHz PCS E Block	None	35 MHz	Cingular; Verizon Wireless; T-Mobile; Sprint; Choice Wireless, LC; Nextel
CMA293 (Owensboro, KY)	Daviess, KY	20 MHz PCS A Block; 25 MHz PCS C Block	None	45 MHz	Cingular; Verizon Wireless; Bluegrass Wireless LLC; Sprint; Derby Divestiture Trust; T-Mobile; Cricket License (Reauction), Inc.; Nextel
CMA357 (Litchfield, CT)	Litchfield, CT	25 MHz Cellular A Block; 10 MHz PCS D Block; 10 MHz PCS E Block	None	45 MHz	Cingular; T-Mobile; Sprint; Verizon Wireless; Nextel
CMA657 (Jack, TX)	Cook, TX Palo Pinto, TX Jack, TX Montague, TX	25 MHz Cellular A Block; 10 MHz PCS D Block; 10 MHz PCS E Block	None	45 MHz	Cingular; Verizon Wireless; Sprint; T-Mobile; Choice Wireless, LC; Cascade Wireless; Nextel

Geographic Area	Counties in Which ALLTEL is Acquiring Licenses	Spectrum ALLTEL is Acquiring From Cingular	Spectrum Previously Held By ALLTEL	Total MHz ALLTEL Will Hold Upon Consummation	CMS Competitors in Market
CMA045 (Oklahoma City, OK)	Canadian, OK Cleveland, OK McClain, OK Oklahoma, OK Pottawatomie, OK	25 MHz Cellular A Block; 10 MHz PCS E Block	None	35 MHz	Cingular; Compucell, Inc.; MSA Development Group, Inc; T-Mobile; Sprint; US Cellular; Nextel
CMA598 (Grant, OK)	Grant, OK	25 MHz Cellular A Block; 10 MHz PCS E Block	None	35 MHz	Cingular; T-Mobile; Sprint; Verizon Wireless; Salmon PCS Licensee LLC; US Cellular; Cascade Wireless; Nextel
	Lincoln, OK	25 MHz Cellular A Block; 10 MHz PCS E Block	None	35 MHz	Cingular; T-Mobile; Sprint; US Cellular; Nextel
	Kay, OK	25 MHz Cellular A Block; 10 MHz PCS E Block	None	35 MHz	Cingular; T-Mobile; Sprint; US Cellular; DCC PCS, Inc.; Nextel
	Noble, OK Payne, OK	25 MHz Cellular A Block; 10 MHz PCS E Block	None	35 MHz	Cingular; T-Mobile; Sprint; MBO Wireless, Inc.; US Cellular; Nextel
	Pawnee, OK	25 MHz Cellular A Block; 10 MHz PCS E Block	None	35 MHz	Cingular; Sprint; T-Mobile; Cricket Licensee (Reauction), Inc.; Western Wireless; NextWave; Nextel
	Logan, OK	25 MHz Cellular A Block; 10 MHz PCS E Block	None	35 MHz	Cingular; T-Mobile; Sprint; US Cellular; Nextel
CMA496 (Yalobusha, MS)	Clay, MS	10 MHz PCS B Block	None	10 MHz	RCC Minnesota, Inc.; Cingular; T-Mobile; Sprint; Cellular South Licenses, Inc.; Nextel

Geographic Area	Counties in Which ALLTEL is Acquiring Licenses	Spectrum ALLTEL is Acquiring From Cingular	Spectrum Previously Held By ALLTEL	Total MHz ALLTEL Will Hold Upon Consummation	CMRS Competitors in Market
	Grenada, MS Yalobusha, MS	20 MHz PCS B Block; 10 MHz F Block	None	30 MHz	RCC Minnesota, Inc.; Cingular; T-Mobile; Sprint; Cricket Licensee XVII, Inc.; Cellular South Licenses, Inc.; Verizon Wireless; Nextel
	Calhoun, MS Chickasaw, MS Monroe, MS	30 MHz PCS B Block	None	30 MHz	RCC Minnesota, Inc.; Cingular; T-Mobile; Sprint; Cellular South Licenses, Inc.; Nextel
CMA443 (Fulton, KY)	Fulton, KY	30 MHz PCS B Block	None	30 MHz	Cingular; Verizon Wireless; T-Mobile; NTCH, Inc.; Lewis and Clark Communications, Inc.; Sprint; Cellular South Licenses, Inc.; Nextel
	Ballard, KY Calloway, KY Carlisle, KY Graves, KY Hickman, KY McCracken, KY Marshall, KY	30 MHz PCS A Block	None	30 MHz	Cingular; Verizon Wireless; Sprint; T-Mobile; Northstar Technology, LLC; Nextel

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STAMP AND RETURN

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January 25, 2005

RECEIVED

JAN 25 2005

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Federal Communications Commission
Office of Secretary

**Re: Second Amendment to Application to Transfer Control of ALLTEL
Newco LLC and Request for Waiver of Electronic Filing
Requirement**

Dear Sir or Madam:

Cingular Wireless LLC ("Cingular") and ALLTEL Corporation ("ALLTEL") (collectively, the "Parties") hereby submit an original and four copies of an amendment to their FCC Form 603 Application filed manually on December 9, 2004, seeking Commission consent to transfer control of ALLTEL Newco LLC ("Newco") from Cingular to ALLTEL (the "Application").¹ As explained in the Application, this transfer of control fulfills in part the government-ordered divestiture of certain commercial mobile radio service properties as a condition of the approval of Cingular Wireless Corporation's merger with AT&T Wireless Services, Inc.

On January 20, 2005, the Parties amended their November 24, 2004 Exchange Agreement to alter certain non-divestiture spectrum to be acquired by ALLTEL as part of the larger transaction.² As a result, the Parties hereby further amend their Application to accurately

¹ Pursuant to Commission staff request, the Parties filed an initial amendment to their Application on December 29, 2004 to clarify that certain *pro forma* non-forbearance transactions will take place immediately prior to the closing of the transfer of control of Newco from Cingular to ALLTEL. The Commission has not yet assigned the Application a file number.

² Specifically, instead of transferring control of 1850-1860/1930-1940 MHz in Butler and Sedgwick Counties in the Wichita MTA (MTA046), the Parties now intend to transfer 1855-1865/1935-1945 MHz in those same counties.

WILKINSON) BARKER) KNAUER) LLP

January 25, 2005

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reflect the spectrum to be acquired by ALLTEL pursuant to the January 20, 2005 Amended Exchange Agreement.

As explained in their previous filings, Cingular and ALLTEL request a waiver of the electronic filing requirements set forth in Section 1.913(b) of the Commission's rules in order to complete this transaction.³ There are no filing fees associated with this amendment. If you have any questions regarding the Application and related waiver request, please contact the undersigned.

Sincerely

WILKINSON BARKER KNAUER, LLP

A handwritten signature in black ink, appearing to be "Jonathan V. Cohen", written over a horizontal line.

By: Jonathan V. Cohen
Craig E. Gilmore
Brian W. Higgins

Attachment

cc: Kathy Harris
Erin McGrath

³ 47 C.F.R. § 1.913(b).

FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

1) Application Purpose (Select only one) (AM)

AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal	NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or Transfer)
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.		File Number: 50004CWTC 05
2b) File numbers of related pending applications currently on file with the FCC:		

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?	(N) Yes No
3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?	() Yes No
4) For assignments of authorization only, is this a partition and/or disaggregation?	(N) Yes No
5a) Does this filing request a waiver of the Commission's rules? If 'Yes', attach an exhibit providing rule numbers and explaining circumstances.	(Y) Yes No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of the rule sections and enter the results. 0	
6) Are attachments being filed with this application?	(Y) Yes No
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required?	(Y) Yes No
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required?	(Y) Yes No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: (S)	
<u>Sale</u> or other assignment or transfer of stock	<u>Court Order</u>
<u>Other</u> (voting trust agreement, management contract, etc.):	
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.	
9) The assignment of authorization or transfer of control of license is: (V) <u>Voluntary</u> Involuntary	

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0012284394			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): ALLTEL Newco LLC			
13) Attention To: Kellye E. Abernathy			
14) P.O. Box:	And /Or	15) Street Address: 17330 Preston Road, Suite 100A	
16) City: Dallas	17) State: TX	18) Zip Code: 75252	
19) Telephone Number: (972) 733-2092	20) FAX Number: (972) 733-8141		
21) E-Mail Address:			

22) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0004979233			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if other than individual): Cingular Wireless LLC			
26) P.O. Box:	And /Or	27) Street Address: 17330 Preston Road, Suite 100A	
28) City: Dallas	29) State: TX	30) Zip Code: 75252	
31) Telephone Number: (972) 733-2092		32) FAX Number: (972) 733-8141	
33) E-Mail Address:			

Name of Transferor/ Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: David	MI: G	Last Name: Richards	Suffix:
35) Company Name: Cingular Wireless LLC			
36) P.O. Box:	And /Or	37) Street Address: 5565 Glenridge Connector, Suite 1700	
38) City: Atlanta	39) State: GA	40) Zip Code: 30342	
41) Telephone Number: (404) 236-5543		42) FAX Number: (404) 236-5575	
43) E-Mail Address:			

Assignee/Transferee Information

44) Assignee is a(n): (C)	Individual Corporation	Unincorporated Association	Trust Partnership	Government Entity Consortium	Joint Venture
45) FCC Registration Number (FRN): 0002942159					
46) First Name (if individual):	MI:	Last Name:	Suffix:		
47) Entity Name (if other than individual): ALLTEL Corporation					
48) Name of Real Party in Interest:				49) Taxpayer Identification Number:	
50) Attention To: Wireless Regulatory Supervisor					

51) P.O. Box:	And /Or	52) Street Address: One Allied Drive, B2F02-A
53) City: Little Rock	54) State: AR	55) Zip Code: 72202
56) Telephone Number: (501) 905-8555	57) FAX Number: (501) 905-6193	
58) E-Mail Address:		

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Glenn	MI: S	Last Name: Rabin	Suffix:
60) Company Name: ALLTEL Corporation			
61) P.O. Box:	And /Or	62) Street Address: 601 Pennsylvania Ave., NW, Suite 720	
63) City: Washington	64) State: DC	65) Zip Code: 20004	
66) Telephone Number: (202) 783-3976	67) FAX Number: (202) 783-3982		
68) E-Mail Address: glenn.s.rabin@alltel.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(N) <u>Yes</u> No
70) Is the Assignee or Transferee an alien or the representative of an alien?	(N) <u>Yes</u> No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(N) <u>Yes</u> No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) <u>Yes</u> No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N) <u>Yes</u> No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> No


78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Fee Status

79) Is the applicant exempt from FCC application fees?	(N) <u>Yes</u> No
80) Is the applicant exempt from FCC regulatory fees?	(N) <u>Yes</u> No

Assignor/Transferor Certification Statements

<p>1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i>, 13 FCC Rcd. 6293 (1998).</p>			
<p>2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p>			
Typed or Printed Name of Party Authorized to Sign			
81) First Name:	MI:	Last Name:	Suffix:
Carol	L	Tacker	
82) Title:			
VP-Asst. General Counsel & Corporate Secretary			
Signature:			83) Date:
			1/25/05

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.* *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

Typed or Printed Name of Party Authorized to Sign

84) First Name:	MI:	Last Name:	Suffix:
Glenn	S	Rabin	
85) Title:			
Vice President - Federal Communications Counsel			
Signature:			86) Date:
Glenn S. Rabin /sk			1-25-05
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed <u>Yes / No</u>
KNKA606	CL					
KNKN833	CL					
KNKN472	CL					
KNKA369	CL					
KNKN627	CL					
KNLG405	CW					
KNLG571	CW					
KNLG516	CW					
KNLG556	CW					
WQBT323	CW					
WQBT354	CW					
WQBT352	CW					
WQBT358	CW					
WQBT325	CW					
WQBT331	CW					
WQBT319	CW					
WQBT351	CW					
WQBT326	CW					
WQBT315	CW					
WQBT353	CW					
WQBT321	CW					
WQBT322	CW					
WQBT320	CW					
WQBT329	CW					

WQBT328	CW					
WQBT330	CW					
WQBT316	CW					
WQBT350	CW					
WQBT314	CW					
WQBT341	CW					
WQBT327	CW					
WQBT313	CW					
WQBT318	CW					
WQCB601	CW					
WQCB602	CW					

**SECOND AMENDED EXPLANATION OF TRANSACTION
AND PUBLIC INTEREST STATEMENT**

I. INTRODUCTION

By this application ("Application"), ALLTEL Corporation ("ALLTEL") and Cingular Wireless LLC ("Cingular") request Federal Communications Commission ("FCC" or "Commission") consent to transfer control of ALLTEL Newco LLC ("Newco"), which will become the holder of certain wireless licenses in Connecticut, Georgia, Kansas, Kentucky, Mississippi, Oklahoma, and Texas (the "Licenses") and related system assets, immediately prior to consummation of the transactions described in the instant Application, from Cingular to ALLTEL.¹ A list of the Licenses is attached as Schedule A.² This proposed transfer of control fulfills in part the government-ordered divestiture of certain commercial mobile radio service ("CMRS") properties as a condition of the approval of Cingular's merger with AT&T Wireless Services, Inc. ("AT&T Wireless").

II. DESCRIPTION OF THE TRANSFEREE

ALLTEL, a Delaware corporation headquartered in Little Rock, Arkansas, is a diversified telecommunications and information service company. Through various subsidiaries and affiliates ALLTEL provides an array of wireless, wireline and other communications services to mid-sized cities and rural areas throughout much of the Southeastern United States and portions of the Northeast, Southwest, and upper Midwest United States. Through its subsidiaries, ALLTEL provides local wireline, competitive local exchange, Internet, long distance, cellular, and personal communications service ("PCS") services. An FCC Form 602 providing current ownership information for ALLTEL and its affiliates is being filed with the Commission concurrently with the Application.

III. DESCRIPTION OF THE TRANSACTION

On February 17, 2004, Cingular's parent and manager, Cingular Wireless Corporation ("CWC"), and AT&T Wireless entered into a merger agreement pursuant to which AT&T Wireless would become a wholly-owned subsidiary of CWC. CWC and AT&T Wireless entered into a consent decree on October 25, 2004 with the Antitrust Division of the U.S. Department of

¹ See *infra* note 6 and accompanying text.

² The Parties are filing the instant amendment as a result of a January 20, 2005 amendment to their November 24, 2004 Exchange Agreement pursuant to which certain non-divestiture spectrum to be acquired by ALLTEL as part of the larger transaction was adjusted. Specifically, instead of transferring control of 1850-1860/1930-1940 MHz in Butler and Sedgwick Counties in the Wichita MTA (MTA046), the Parties now intend to transfer 1855-1865/1935-1945 MHz in those same counties. Schedule A provides the corrected list of Licenses.

Justice ("DOJ") approving the merger.³ The Commission also approved the merger on October 22, 2004.⁴ Both U.S. agencies conditioned their approvals on the merged company's divestiture of certain business units and wireless spectrum in particular markets.

On November 24, 2004, ALLTEL and Cingular entered into an Exchange Agreement pursuant to which Cingular will sell to ALLTEL certain wireless properties that the government has required Cingular to divest. The wireless properties that ALLTEL is acquiring fall into three categories. First, ALLTEL will purchase cellular and PCS licenses and Cingular's operating units (e.g., network assets, stores, employees and subscriber contracts), in the Oklahoma City and Grant, Oklahoma; Sherman-Denison and Jack, Texas; Owensboro and Fulton, Kentucky; Litchfield, Connecticut; and Yalobusha, Mississippi markets. Second, Cingular will sell two PCS licenses and network assets (no subscriber contracts) in the Wichita, Kansas market to ALLTEL. Third, ALLTEL will acquire from Cingular multiple PCS licenses in several counties in Georgia and South, East, and Central Texas. Many of the Licenses that ALLTEL is purchasing from Cingular consist of partitioned and/or disaggregated spectrum from Cingular's existing licenses. Schedule A identifies the assets (e.g., entire operating units, only licenses and assets, or stand alone wireless licenses) that ALLTEL is purchasing in each market and notes whether the Licenses have been partitioned and/or disaggregated.⁵

To effectuate the sale of the Licenses and related wireless assets to ALLTEL, and pursuant to the Commission's *pro forma* forbearance procedures, Cingular first partitioned and/or disaggregated from its existing licenses the spectrum that ALLTEL is acquiring under the Exchange Agreement.⁶ In step two, Cingular filed additional *pro forma* assignment applications on a non-forbearance basis requesting Commission approval to assign the Licenses to Newco, an indirect wholly-owned subsidiary of Cingular.⁷ Subsequent to the submission of the *pro forma*

³ *United States v. Cingular Wireless Corp., SBC Communications Inc., BellSouth Corp., and AT&T Wireless Services, Inc.*, 69 Fed. Reg. 65633 (Nov. 15, 2004).

⁴ *Application of AT&T Wireless Services, Inc. and Cingular Wireless Corp. For Consent to Transfer Control of Licenses and Authorizations*, WT Docket No. 04-70, FCC 04-255 (Oct. 26, 2004) ("*Cingular Merger Order*"). Immediately thereafter, CWC completed an internal restructuring whereby AT&T Wireless was renamed New Cingular Wireless Services, Inc. and became a wholly-owned subsidiary of Cingular. See File No. 0001916242.

⁵ To the extent that Cingular is divesting C or F Block PCS licenses, or former "designated entity" licenses, there are no restrictions preventing the sale of these licenses to ALLTEL because the five-year construction benchmark for these Licenses has been met. See 47 C.F.R. 24.839(a)(6). Furthermore, there is no outstanding debt owed to the Commission for the Licenses or any unjust enrichment payment required under the proposed transaction.

⁶ See File Nos. 0001962271, 0001962438, 000192546, 0001962465, 0001962570, 0001962575, 0001962587, 0001962600, and 0002016802.

⁷ See File Nos. 0001966108, 0001966198, 0001966537, 0001966782, 0001966783, 0001966853, 0001966858, 0001966943, 0001966952, 0001966963, 0001966987, 0001967013 and 0001966967. File No. 0001967013 was amended on January 25, 2005 to reflect the January 20, 2005 amendment to the

applications assigning the Licenses to Newco, Cingular and ALLTEL are filing the instant Application requesting approval to transfer control of Newco to ALLTEL.⁸ Following Commission approval, at closing the Licenses will be assigned to Newco, then Newco's membership interests will be transferred to ALLTEL Communications, Inc., a wholly-owned subsidiary of ALLTEL. Accordingly, Newco will become a wholly-owned subsidiary of ALLTEL.

IV. QUALIFICATIONS OF ALLTEL

It is a matter of public record that ALLTEL is fully qualified to manage and operate, and provide services through, the Licenses. ALLTEL is financially qualified to acquire the Licenses and has adequate resources to undertake and consummate this transaction. Moreover, ALLTEL and its affiliates have decades of collective experience in the telecommunications industry and own and operate numerous wireless systems throughout the United States. In particular, ALLTEL has extensive experience in serving mid-sized cities and rural areas, such as the markets that are the subject of the instant transaction. ALLTEL's technical and operational expertise in the telecommunications field is further demonstrated by its ownership of local exchange telecommunications companies and its provision of local exchange, Internet access, cable, and long distance services.

V. PUBLIC INTEREST STATEMENT

Section 310(d) of the Communications Act of 1934, as amended (the "Act"), requires that the Commission determine whether this transfer of control is consistent with the public interest, convenience and necessity.⁹ To make that assessment, the Commission considers whether the

Exchange Agreement. Although the step two *pro forma* assignment qualifies for after-the-fact notification pursuant to the Commission's forbearance procedures, *see* 47 C.F.R. § 1.948(c)(1), the parties are seeking prior Commission approval for business purposes. To effectuate the agreement between the parties, completion of the step two assignment of licenses to Newco will take place immediately prior to closing of step three, as hereafter described.

⁸ Although Cingular filed its *pro forma* applications on-line, technical limitations in the Commission's Universal Licensing System ("ULS") prevent Cingular and ALLTEL from electronically filing the Application to transfer control of Newco from Cingular to ALLTEL. The parties have given prior notice to Commission staff regarding the series of applications that Cingular and ALLTEL will file to effectuate this transaction and that this Application will be filed on paper. To the extent the staff deems it necessary, the parties seek a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), which requires such applications to be filed electronically through ULS. *See, e.g., FCC Public Notice*, AT&T Wireless PCS, LLC, Triton PCS License Company L.L.C., and Lafayette Communications Company L.L.C. Seek FCC Consent to Assignment of Licenses, DA 04-2599 at n.5 (rel. Aug. 20, 2004) (granting a request for waiver of Section 1.913 under similar circumstances).

⁹ Section 310(d) provides that "[n]o construction permit or station license, or any rights thereunder, shall be transferred, assigned, or disposed of in any matter... to any person except upon application to the

transaction: (1) would result in the violation of the Act or any other applicable statutory provision; (2) would result in a violation of Commission rules; (3) would substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (4) promises to yield affirmative public interest benefits.¹⁰

The Commission has determined that transfer applications that demonstrate on their face that a transaction will yield affirmative competitive public interest benefits and will neither violate the Act or Commission rules, nor frustrate or undermine policies and enforcement of the Act by reducing competition or otherwise,¹¹ do not require extensive review and expenditures of considerable resources by the Commission.¹² This transaction meets this standard and should be granted promptly.¹³ Specifically, the proposed transfer of control will not result in any violation of the Act or any other applicable statutory provision. The transfer partially satisfies a condition of the *Cingular Merger Order* that the Commission imposed to protect the public interest. The transfer fully complies with Commission rules and regulations. Moreover, the transfer does not frustrate or impair the Commission's implementation, enforcement, or objectives of the Act or other statutes. The proposed transfer of control also will yield affirmative public interest benefits.

ALLTEL offers wireless services in Georgia, Kansas, Mississippi, Oklahoma, and Texas. Except for the Dalton, Georgia market, the Licenses that ALLTEL is acquiring from Cingular do

Commission and upon finding by the Commission that the public interest, convenience, and necessity will be served thereby." 47 U.S.C. § 310(d).

¹⁰ *Applications of SBC Communications Inc. and BellSouth Corporation*, 15 FCC Rcd 25459, 25463-64 (WTB/IB 2000) (citation omitted); *Applications of Ameritech Corp. and SBC Communications Inc.*, 14 FCC Rcd 14712, 14737-38 (1999) ("*Ameritech-SBC*"); See also *Application of WorldCom, Inc. and MCI Communications Corp.*, 13 FCC Rcd 18025, 18030-33 (1998); *Merger of MCI Communications Corporation and British Telecommunications plc*, 12 FCC Rcd 15351, 15367-68 (1997).

¹¹ See *Applications of Tele-Communications, Inc. and AT&T Corp.*, 14 FCC Rcd 3160, 3170 (1999); *Ameritech-SBC*, 14 FCC Rcd at 14740-42.

¹² See *Ameritech-SBC*, 14 FCC Rcd at 14740-42.

¹³ The Commission has emphasized that a detailed showing of benefits is not required for transactions where there are no anti-competitive effects. The Commission stated in *Applications of Southern New England Telecomm. Corp. and SBC Communications Inc.*, 13 FCC Rcd 21292, 21314-15 (1998), that, in the absence of anti-competitive effects, a detailed showing of benefits is not necessary in seeking approval of a merger. Similarly, as the Commission stated in its approval of the SBC/Telesis merger, where it found that the merger would not reduce competition and that SBC possessed the requisite qualifications to control the licenses in question, "[a] demonstration that benefits will arise from the transfer is not. . . a prerequisite to our approval, provided that no foreseeable adverse consequences will result from the transfer." *Applications of Pacific Telesis Group and SBC Communications Inc.*, 12 FCC Rcd 2624, 2626-27 (1997) ("*Pacific/SBC*").

not overlap with ALLTEL's current wireless holdings.¹⁴ Therefore, the acquired Licenses will complement ALLTEL's existing network. The Licenses will allow ALLTEL to expand the footprint of its existing facilities-based network, and to become a new facilities-based competitor in the majority of the markets at issue in this transaction and a stronger competitor in regional wireless markets. ALLTEL's ability to vigorously compete benefits consumers by promoting lower prices and the development of innovative new services. ALLTEL will utilize the Licenses post-transaction to provide comprehensive telecommunications service packages to existing and new consumers that expect integrated bundles of services to meet their communications needs. The proposed transfer of control also will permit ALLTEL to take advantage of a number of operational efficiencies, thereby reducing marginal costs and generating savings for telecommunications customers.

Furthermore, grant of this transfer of control will allow ALLTEL to advance its long-standing commitment to, and expertise in, providing high quality, technologically advanced services to business customers living in rural and suburban areas. Upon consummation of the proposed transaction, ALLTEL will possess more resources and increased access to capital to ensure that advanced services and new offerings are delivered to all consumers, particularly those rural customers that might otherwise not rapidly receive such services.

ALLTEL's acquisition of the Licenses and related system assets also will serve the public interest by allowing Cingular to quickly divest wireless interests as directed by the U.S. government.¹⁵ Therefore, grant of the Application will serve the public interest by allowing ALLTEL to become a stronger competitor in the wireless markets at issue.¹⁶

**VI. A COMPETITIVE ANALYSIS OF THE PROPOSED TRANSACTION
DEMONSTRATES THAT IT WILL NOT ADVERSELY AFFECT
COMPETITION IN ANY RELEVANT MARKET.**

The proposed transaction will not have an adverse competitive effect in any relevant product and geographic markets.¹⁷ The relevant product market in this case is the CMRS

¹⁴ See *infra* Section VI.

¹⁵ See *Cingular Merger Order*, ¶¶ 191-200.

¹⁶ ALLTEL will provide customers with notice of the ownership change.

¹⁷ See *Applications of NYNEX Corporation and Bell Atlantic Corporation*, 12 FCC Rcd 19985 (1997) ("*Bell Atlantic/NYNEX*"). The Commission's prior merger decisions set forth the principles for examining the competitive effects of a proposed transaction in relevant product and geographic markets, taking into account the market position of the parties to the transaction and other significant market participants in relevant markets. In the context of these decisions, a "product market" is defined as "a service or group of services for which there are no close demand substitutes." *Applications of PacifiCorp Holdings, Inc. and Century Telephone Enterprises, Inc.* 13 FCC Rcd 8891, 8903 (WTB 1997) (citation omitted) ("*Century/PTT*"). Further, a relevant geographic market "aggregates those consumers with

market.¹⁸ ALLTEL's spectrum holdings post transaction will be well within levels that the Commission has previously determined to not raise concerns of competitive harm. The attached Schedule B demonstrates that post consummation ALLTEL will hold no more than 45 MHz in any market that is subject to this transaction.

As noted above, the wireless markets ALLTEL is acquiring from Cingular can be divided into three categories: (1) ALLTEL is receiving CMRS spectrum and operational units (including network assets and subscriber contracts); (2) ALLTEL is receiving CMRS spectrum and network assets, but no subscriber contracts; and (3) ALLTEL is receiving spectrum only. The markets falling within the first category in which ALLTEL is acquiring spectrum and operational units include:

Market	Market Name
CMA292	Sherman-Denison, Texas
CMA293	Owensboro, Kentucky
CMA357	Connecticut 1 - Litchfield
CMA657	Texas 6 - Jack
CMA045	Oklahoma City, Oklahoma
CMA598	Oklahoma 3 - Grant
CMA496	Mississippi 4 - Yalobusha
CMA443	Kentucky 1 - Fulton

Under the second category above, Butler and Sedgwick counties in the Wichita, Kansas market (BTA472) are the only markets in which ALLTEL is obtaining spectrum and network assets, but no subscribers. The counties falling within the third category in which ALLTEL is acquiring only spectrum are in the following markets:

Market	Market Name
BTA400	San Angelo, TX
BTA456	Victoria, TX
BTA384	Rome, GA
BTA102	Dalton, GA
BTA034	Beaumont-Port, Arthur, TX
BTA121	Eagle Pass-Del Rio, TX

similar choices regarding a particular good or service in the same geographical area." *Id.* at 8904 (citation omitted).

¹⁸ Although affiliates of ALLTEL provide local exchange and exchange access service, ALLTEL is not acquiring any assets for the provision of those services. In this transaction ALLTEL will acquire only wireless assets.

BTA099	Corpus Christi, TX
CMA661	Navarro, TX
CMA662	Cherokee, TX

With the exception of the Dalton, Georgia market, ALLTEL has no overlapping licenses in the markets that are the subject of this Application. ALLTEL is acquiring between 5 and 45 MHz of CMRS spectrum in these markets, which well within the ownership percentages previously approved by the Commission. Post transaction, ALLTEL will be a new entrant providing competitive wireless services, thus increasing the number of competitors, in these non-overlapping markets.

In Murray and Whitfield counties in the Dalton, Georgia market ALLTEL holds a 10 MHz PCS E Block license. ALLTEL is acquiring an additional 5 MHz of PCS C Block spectrum from Cingular, increasing ALLTEL's holdings in these counties to 15 MHz. This amount also is well below the ownership percentages previously approved by the Commission. Acquisition of the additional spectrum in the Dalton, Georgia market will allow ALLTEL to increase its presence in this market, making it a more effective competitor.

Schedule B identifies the five to nine wireless terrestrial-based competitors that operate in each market area that is subject to this transaction. ALLTEL and the other facilities-based carriers in these markets also face competition from wireless resellers, which further deters anti-competitive behavior.¹⁹ Accordingly, the proposed transaction will not reduce the number of competitors in each market, and will increase ALLTEL's presence in these markets.

The amount of spectrum ALLTEL is acquiring in each market is sufficient for it to expand the footprint of its facilities-based network and provide competitive next generation mobile wireless services to customers. In particular, this transaction allows ALLTEL to serve additional mid-sized cities and rural areas, in which ALLTEL has significant experience. A substantial portion of the spectrum ALLTEL is acquiring in this transaction is in Texas and covers more than 1.365 million people.²⁰ Similarly, the markets ALLTEL is acquiring in Oklahoma covers more than 1.323 million people. The Licenses located in Kentucky (more than 285,000), Kansas (more than 512,000 people), Connecticut (more than 182,000) and Mississippi (more than 130,000 people) also cover communities to which ALLTEL can introduce new wireless services as a new competitor. Thus, this transaction allows ALLTEL to become a stronger regional competitor able to provide a substantial number of people with an additional competitive choice of wireless services.

¹⁹ See *Cingular Merger Order*, ¶ 92.

²⁰ The 2000 U.S. Census is the source of the population data referenced in the Application.

VII. BLANKET EXEMPTION TO CUT-OFF RULES

Pursuant to Section 1.925 of the Commission's Rules,²¹ the applicants respectfully request an exemption from Sections 1.927(h) and 1.929(a)(2) of the Commission's rules,²² to be exempt from any applicable cut-off rules where Newco files amendments to pending Part 22 or other applications to reflect the consummation of the proposed transfer of control. The exemption is requested so that amendments to pending applications to report the change in ownership would not be treated as major amendments requiring a second public notice period.

The scope of this transaction demonstrates that any ownership changes are not made for the acquisition of any particular pending application, but are part of a larger agreement undertaken for legitimate business purposes. Grant of such exemption would be consistent with previous Commission decisions routinely granting a blanket exemption in cases involving a larger transaction.²³

VIII. CONCLUSION

As demonstrated above, ALLTEL is qualified to control the Licenses and related wireless assets that are the subject of this transaction. This Application also demonstrates that the public interest, convenience and necessity would be served by its grant and that the grant would not adversely affect competition. For the foregoing reasons, this Application should be granted promptly.

²¹ 47 C.F.R. § 1.925.

²² 47 C.F.R. §§ 1.927(h), 1.929(a)(2).

²³ See, e.g., *Ameritech-SBC*, 14 FCC Rcd at 14955; *Century/PTI*, 13 FCC Rcd at 8915; *Applications of Criadg McCaw and AT&T Co.*, 9 FCC Rcd 5836, 5909 (1994); *Applications of Centel Corporation and Sprint Corporation*, 8 FCC Rcd 1829, 1833 (CCB 1993).

SCHEDULE A

Geographic Area	Licenses ALLTEL is Acquiring	Call Sign	Counties	Marker Number	Marker Name	Service	Channel Block	MHz
BTA400 (San Angelo, TX)	License only	WQBT323 (P/D from KNLG539)	Edwards, TX	BTA400	San Angelo, TX	PCS	E	5
BTA456 (Victoria, TX)	License only	KNLG571	Calhoun, TX DeWitt, TX Goliad, TX Jackson, TX Lavaca, TX Victoria, TX	BTA456	Victoria, TX	PCS	E	10
BTA384 (Rome, GA)	License only	WQBT354 (D from WPOK656)	Floyd, GA Polk, GA	BTA384	Rome, GA	PCS	C	5
BTA102 (Dalton, GA)	License only	WQBT352 (D from WPOK620)	Murray, GA Whitfield, GA	BTA102	Dalton, GA	PCS	C	5
BTA034 (Beaumont-Port Arthur, TX)	License only	WQBT358* (P/D from WPQL238)	Jasper, TX Newton, TX Tyler, TX	BTA034 (from MTA014)	Beaumont-Port Arthur, TX	PCS	B	15

¹ This column identifies the call sign of the License ALLTEL is acquiring, whether the License was partitioned ("P") or disaggregated ("D") by Cingular prior to transferring it to ALLTEL, and the call sign of the license from which it was partitioned or disaggregated. In order to show where ALLTEL is acquiring wireless interests, this list groups the Licenses by geographic area. Because cellular and PCS licenses have different geographic service areas, however, some Licenses that ALLTEL is acquiring may be listed more than once, depending upon the counties that a particular License covers. The call signs for those Licenses that are listed in more than one geographic area are designated with an asterisk (*).

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Geographic Area	Assets Acquired	Call Sign	Counties	Market Number	Market Name	Service	Channel Block	MHz
BTA121 (Eagle Pass-Del Rio, TX)	License only	WQBT325 (P/D from KNLG416)	Dimmit, TX Kinney, TX Maverick, TX Val Verde, TX Zavala, TX	BTA121	Eagle Pass-Del Rio, TX	PCS	E	5
BTA472 (Wichita, KS)	License, network assets (no subscribers)	WQCB602 (P/D from KNL291)	Butler, KS Sedgwick, KS	BTA472 (from MTA046)	Wichita, KS	PCS	A	10
		WQCB601 (D from WQBT324)	Butler, KS Sedgwick, KS	BTA472 (from MTA046)	Wichita, KS	PCS	A	10
BTA099 (Corpus Christi, TX)	License only	KNLG405	Aransas, TX Bee, TX Brooks, TX Duval, TX Jim Wells, TX Kenedy, TX Kleberg, TX Live Oak, TX Nueces, TX Refugio, TX San Patricio, TX	BTA099	Corpus Christi, TX	PCS	E	10
CMA661 (Navarro, TX)	License only	WQBT319* (P from KNLG406)	Navarro, TX Freestone, TX	BTA101	Dallas-Fort Worth, TX	PCS	D	10
		WQBT358* (P/D from WPQL238)	Leon, TX	BTA196 (from MTA014)	Houston, TX	PCS	B	10

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Geographic Area	Assets ALL TEL Acquiring	Call Sign	Counties	Marker Number	Market Name	Service	Channel Block	MHz
CMA662 (Cherokee, TX)	License only	WQBT351 (P from KNLG900)	Shelby, TX	BTA419	Shreveport, LA	PCS	F	10
		WQBT358* (P/D from WPQL238)	Angelina, TX Nacogdoches, TX Sabine, TX San Augustine, TX	MTA014	Houston	PCS	B	10
CMA292 (Sherman-Denison, TX)	License, operating unit, subscribers	KNKA606	Grayson, TX	CMA292	Sherman-Denison, TX	Cellular	A	25
		WQBT326 (P from KNLG551)	Grayson, TX	BTA418	Sherman-Denison, TX	PCS	E	10
CMA293 (Owensboro, KY)	License, operating unit, subscribers	WQBT315 (P from WPOI255)	Daviess, KY	BTA338 (from MTA026)	Owensboro, KY	PCS	A	20
		WQBT353 (P from WPTJ404)	Daviess, KY	BTA338	Owensboro, KY	PCS	C	25
CMA357 (Litchfield, CT)	License, operating unit, subscribers	KNKN833	Litchfield, CT	CMA357	Connecticut 1 – Litchfield	Cellular	A	25
		WQBT321 (P from KNLG496)	Litchfield, CT	BTA318	New Haven, CT	PCS	D	10
		WQBT322 (P from KNLG497)	Litchfield, CT	BTA318	New Haven, CT	PCS	E	10
CMA657 (Jack, TX)	License, operating unit, subscriber	KNKN472	Cooke, TX Palo Pinto, TX Jack, TX Montague, TX	CMA657	Texas 6 – Jack	Cellular	A	25